



Allied Corporation  
Law Department  
P.O. Box 2245R  
Morristown, NJ 07960-2245

REGISTRATION NO. *6671-L* Filed 1426

June 30, 1987

JUL 13 1987 -1 PM

INTERSTATE COMMERCE COMMISSION

No. 7-194A022

No.

Date JUL 13 1987

Fee \$ 10.00

ICC Washington, D. C.

Mrs. Mildred Lee  
Interstate Commerce Commission  
Rail Section  
Room 5417  
12th and Constitution Avenue, N.W.  
Washington, DC 20423

Re: Lease and Agreement dated as of July 15, 1972  
between Alltank Equipment Corporation and Allied  
Chemical Corporation -- Road Numbers GCX 210104 etc.

Dear Mrs. Lee:

Enclosed for filing please find three copies of a supplement to the above-referenced agreement which amends the road numbers of the cars subject to the agreement. One copy of the supplement is a notarized original.

Also enclosed is a check in the amount of \$10 to cover the filing fee.

Please return one copy of the supplement to me in the enclosed self-addressed stamped envelope after filing.

Please call me at (201) 455-4718 if there are any questions.

Thank you for your courteous co-operation.

Very truly yours,

*Carol N. Lieber*

Carol N. Lieber

CNL:baa  
Enclosures

JUL 13 1 24 PM '87  
MAIL ROOM

Interstate Commerce Commission  
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Carol M. Liber  
Allied Corporation  
P. O. Box 2245R  
Morristown, NJ 079602245

July 14, 1987

Dear

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/13/87 at 1:30PM, and assigned recordation number(s).

6671-L and 9882-F

Sincerely yours,

*Norita R. McGee*  
Secretary

Enclosure(s)

SE-30  
(7/79)

JUL 13 1987 - 1 20 PM

## INTERSTATE COMMERCE COMMISSION

SUPPLEMENT TO RAILROAD EQUIPMENT LEASE AND AGREEMENT

SUPPLEMENT TO RAILROAD EQUIPMENT LEASE AND AGREEMENT  
(the "Amendment"), dated as of May 21, 1986, between Alltank  
Equipment Corp., a Delaware corporation ("Lessor"), and Allied  
Corporation, a New York corporation ("Lessee").

RECITALS

1. The Lessor and the Lessee are parties to a  
Railroad Equipment Lease dated as of July 15, 1972, as amended  
by Supplements dated as of June 15, 1973, February 15, 1974,  
September 1, 1978 and October 1, 1981 (collectively, the  
"Lease").

2. The parent of the Lessee, Allied-Signal Inc.  
("Allied-Signal"), entered into a Distribution and  
Reorganization Agreement dated as of February 28, 1986 (the  
"Distribution Agreement") with The Henley Group, Inc.  
("Henley") pursuant to which Allied-Signal agreed to transfer  
certain operations of Lessee (including its soda ash, sulfuric  
acid, aluminum sulfate, electronic and fine chemicals  
operations) and of The Signal Companies, Inc. to Henley and to  
distribute the Common Stock of Henley owned by it to  
shareholders of Allied-Signal.

3. Pursuant to the Distribution Agreement, Lessee, One Newco, Inc., a subsidiary of Henley ("One Newco"), and Henley have entered into a Sublease Agreement dated as of the date hereof pursuant to which Lessee has subleased to One Newco for \$1 per year the cars used in the chemical operations of Lessee referred to above and transferred to One Newco.

4. In order to permit One Newco and Lessee to identify cars subject to the Lease as being subleased to One Newco, it is necessary to restencil the cars subleased to One Newco to bear the code "GCTX" or "GRPX" as detailed on Schedule A.

5. Lessor and Lessee desire to amend Schedule A to the Lease to reflect the restenciling referred to above.

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt whereof is hereby acknowledged and in compliance with the covenants of the Lease, the parties hereto agree as follows:

1. Schedule A to the Lease is amended in appropriate part to read as set forth on Schedule A hereto.

2. The Shawmut Bank of Boston, N.A., as trustee for the holders of certain notes issued by the Lessor the proceeds of which were used to finance the acquisition of the cars subject to the Lease, is executing this Amendment to evidence its approval, as required by the Lease, of the change of identifying symbol effected by the amendment of Schedule A to the Lease.

3. This Amendment shall be governed by and construed in accordance with the laws of the State of New York.

4. This Amendment is expressly made supplemental to and a part of the Lease. The Lessor and the Lessee agree that all the agreements, covenants, conditions and provisions contained in the Lease shall be and remain applicable to the cars and, except as hereinabove expressly amended, the Lease shall be and remain unaltered and in full force and effect. The Lessor and the Lessee hereby confirm and ratify the Lease as amended hereby.

IN WITNESS WHEREOF, the Lessor, the Lessee and the Trustee, pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names and

SCHEDULE A TO  
SUPPLEMENT DATED AS OF MAY 21, 1986 TO  
RAILROAD EQUIPMENT LEASE AND AGREEMENT  
DATED AS OF JULY 15, 1972 AS SUPPLEMENTED  
DESCRIPTION OF CAR

<u>Number of Cars</u>	<u>D.O.T./I.C.C. Specification Number</u>	<u>Old Identifying Symbol and Number</u>	<u>New Identifying Symbol and Number</u>
1	DOT111A100W5	GCX210104	GCTX210104
2	DOT111A100W2	GCX410400-1	GCTX410400-1
2	DOT111A100W2	GCX410403-4	GCTX410403-4
3	DOT111A100W2	GCX410407-9	GCTX410407-9
6	DOT111A100W2	GCX413086-91	GCTX413086-91
11	DOT111A100W2	GCX413093-103	GCTX413093-103
1	ICC111A60ALW	GCX417155	GCTX417155
3	LO-COVERED	GCX944605-7	GCTX944605-7
5	LO-COVERED	GCX944670-4	GCTX944670-4
1	LO-COVERED	GCX944676	GCTX944676
1	LO-COVERED	GCX944687	GCTX944687
1	LO-COVERED	GCX944689	GCTX944689
12	LO-COVERED	GCX944700-711	GCTX944700-711
3	LO-COVERED	GCX944713-5	GCTX944713-5
15	LO-COVERED	GCX944717-31	GCTX944717-31
30	LO-COVERED	GCX944733-62	GCTX944733-62
6	LO-COVERED	GCX944764-69	GCTX944764-69
16	LO-COVERED	GCX954400-15	GCTX954400-15
4	LO-COVERED	GCX954417-20	GCTX954417-20
2	LO-COVERED	GCX954422-23	GCTX954422-23
4	LO-COVERED	954425-8	GCTX954425-8
17	LO-COVERED	954431-47	GCTX954431-47
13	LO-COVERED	GCX944609-621	GCTX944609-621
1	LO-COVERED	GCX944622	GRPX 944622
2	LO-COVERED	GCX944623-624	GCTX944623-624
4	LO-COVERED	GCX944625-628	GRPX944625-628
2	LO-COVERED	GCX944629-630	GCTX944629-630
1	LO-COVERED	GCX944631	GRFX944631
1	LO-COVERED	GCX944632	GCTX944632
1	LO-COVERED	GCX944633	GRPX944633
2	LO-COVERED	GCX944634-635	GCTX944634-635
2	LO-COVERED	GCX944636-637	GRPX944636-637
2	LO-COVERED	GCX944638-639	GCTX944638-639
1	LO-COVERED	GCX944640	GRPX944640
1	LO-COVERED	GCX944641	GCTX944641
1	LO-COVERED	GCX944642	GRPX944642
4	LO-COVERED	GCX944643-646	GCTX944643-646
1	LO-COVERED	GCX944647	GRPX944647
4	LO-COVERED	GCX944648-651	GCTX944648-651
1	LO-COVERED	GCX944652	GRPX944652
1	LO-COVERED	GCX944653	GCTX944653
1	LO-COVERED	GCX944654	GRPX944654
1	LO-COVERED	GCX944655	GCTX944655
3	LO-COVERED	GCX944656-658	GRPX944656-658
1	LO-COVERED	GCX944659	GCTX944659
2	LO-COVERED	GCX944660-661	GRPX944660-661
7	LO-COVERED	GCX944662-668	GCTX944662-668
3	LO-COVERED	GCX944678-680	GCTX944678-680
1	LO-COVERED	GCX944681	GRPX944681
3	LO-COVERED	GCX944682-68	GCTX944682-684

STATE OF NEW JERSEY       )  
                                      :   SS.:  
COUNTY OF MORRIS       )

On this        day of July, 1986, before  
me Jean M. Huguenel, a Notary Public in and for the  
said County and State, duly commissioned and sworn, personally  
appeared Roger C. Matthews and Dennis R. Marshall, to me  
personally known and known to me to be a Vice President and an  
Assistant Secretary, respectively, of ALLIED CORPORATION, a New  
York corporation, one of the corporations named in and  
executing the within instrument, who, by me being duly sworn,  
did severally depose and say that they reside at 63 Dean Road,  
Mendham, New Jersey 07945 and 40 Durand Road, Maplewood, New  
Jersey 07040, respectively; that they are a Vice President and  
an Assistant Secretary of said corporation and that said  
corporation executed the said instrument; that they know the  
seal of said corporation; that the seal affixed to said  
instrument is the corporate seal of said corporation; that  
they, being informed of the contents of said instrument, signed  
and sealed said instrument as such officers and that they  
executed the same in the name and on behalf of said corporation  
by authority of its Board of Directors; that they executed the  
same as their free and voluntary act and deed and as the free  
and voluntary act and deed of said corporation for the  
consideration, uses and purposes therein set forth and  
expressed and that they delivered the same as such.

IN WITNESS WHEREOF, I have hereunto set my hand and  
affixed my official seal in the County and State aforesaid on  
the day and year first above written.

Jean M. Huguenel  
Notary Public in and for  
the County and State of  
New Jersey

[SEAL]

My commission expires

JEAN M. HUGUENEL  
Notary Public of New Jersey  
My Commission Expires July 15, 1987

STATE OF NEW YORK )

: ss.:

COUNTY OF NEW YORK )

On this 27th day of January, 1988<sup>7</sup>, before me Rina E. Pedretti, a Notary Public in and for the said County and State, duly commissioned and sworn, personally appeared James D. Price and P. Douglas Freedle, to me personally known and known to me to be ~~xxx~~<sup>xxx</sup> Vice President and an Assistant Secretary, respectively, of ALLTANK EQUIPMENT CORP., a Delaware corporation, one of the corporations named in and executing the within instrument, who, by me being duly sworn, did severally depose and say that they reside at 1172 Park Ave. New York, NY 10128 and PO Box 72, Portland, PA 18351, respectively; that they are ~~xxx~~<sup>xxx</sup> Vice President and an Assistant Secretary of said corporation and that said corporation executed the said instrument; that they know the seal of said corporation; that the seal affixed to said instrument is the corporate seal of said corporation; that they, being informed of the contents of said instrument, signed and sealed said instrument as such officers and that they executed the same in the name and on behalf of said corporation by authority of its Board of Directors and that they signed their names as such officers thereto by like authority; that they executed the same as their free and voluntary act and deed and as the free and voluntary act and deed of said corporation for the consideration, uses and purposes therein set forth and expressed and that they delivered the same as such.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid on the day and year first above written.

Rina E. Pedretti  
Notary Public in and for  
the County and State of  
New York

[SEAL]

My commission expires

RINA E. PEDRETTI  
Notary Public, State of New York  
No. 41-467273)  
Qualified in Queens County  
Cert. Filed in New York County  
Commission Expires March 30, 1988



STATE OF MASSACHUSETTS )  
: SS.:  
COUNTY OF )

On this 2nd day of February, 1988, before me Sandra M. Black, a Notary Public in and for the said County and State, duly commissioned and sworn, personally appeared Max Goldsmith and Scott A. Burnet, to me personally known and known to me to be a Vice President and an Authorized Officer, respectively, of THE SHAWMUT BANK OF BOSTON, N.A., one of the corporations named in and executing the within instrument, who, by me being duly sworn, did severally depose and say that they reside at Tremont St., Newton MA and Chestnut Hill Ave., Bellingham respectively; that they are a Vice President and an Authorized Officer of said corporation and that said corporation executed the said instrument; that they know the seal of said corporation; that the seal affixed to said instrument is the corporate seal of said corporation; that they, being informed of the contents of said instrument, signed and sealed said instrument as such officers and that they executed the same in the name and on behalf of said corporation by order and authority of its Board of Directors and that they signed their names as such officers thereto by like order; that they executed the same as their free and voluntary act and deed and as the free and voluntary act and deed of said corporation for the consideration, uses and purposes therein set forth and expressed and that they delivered the same as such.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid on the day and year first above written.

Sandra M. Black  
Notary Public in and for  
Suffolk the County and State of Ma.

[SEAL]

My commission expires

Sandra M. Black

My Commission Expires December 3, 1989